

Chicago and North Western
Railway Company



March 28, 1995

A-13039-A
A-425

165 N. Canal St.
Chicago, Illinois 60606

RECORDATION NO. 15420-C
Office of the Secretary
512.559.6156 FILED 1425

MAR 30 1995 3 10 PM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20433

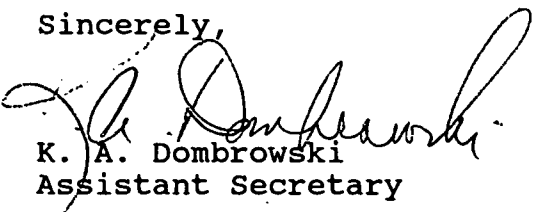
Re: Conditional Sale Agreement Dated as of December 20, 1987 between North Western Leasing Company and Chicago and North Western Transportation Company, recorded December 22, 1987 and assigned Recordation No. 1 5420-A and Agreement and Assignment dated December 22, 1987 between North Western Leasing Company and Independence Bank of Chicago, recorded December 22, 1987 and assigned Recordation No. 1 5420

Dear Mr. Strickland:

Pursuant to Section 11303 of the Interstate Commerce Act, enclosed for recordation in connection with the above-referenced documents are five (5) counterparts of Partial Release and Bill of Sale covering 16 boxcars dated November 22, 1994.

Enclosed is a check to cover the recording fee. Please assign a sequential recordation number to the Partial Release and Bill of Sale, keep one counterpart for your files and return me the remaining counterparts, each showing the recordation data.

Sincerely,


K. A. Dombrowski
Assistant Secretary

Enclosures

RECEIVED
OFFICE OF THE
SECRETARY
MAR 30 3 05 PM '95
LICENSING BRANCH



Interstate Commerce Commission
Washington, D.C. 20423-0001

3/30/95

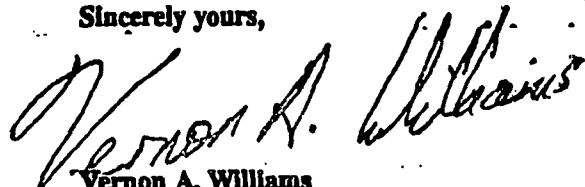
Office Of The Secretary

K. A. Dombrowski
Assistant Secretary
Chicago and North Western Railway Company
165 N Canal St.
Chicago, Illinois 60606

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/30/95 at 3:10PM, and assigned recordation number(s). 15420- C, 15420-D, m15534-B, 15534-C, 15315-D, 15810-B and 15810-C

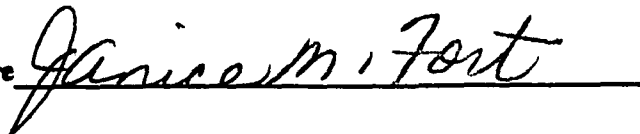
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)
(0100578070)

\$ 147.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 15420-C FILED 1425

MAR 30 1995 5 10 PM

INDIANAPOLIS COMMERCE COMMISSION

Counterpart No. L of 6

A-13039

A-12951

A-425

PARTIAL RELEASE AND BILL OF SALE

WHEREAS, under the terms of CONDITIONAL SALE AGREEMENT dated as of December 20, 1987 between NORTH WESTERN LEASING COMPANY, a Delaware corporation (hereinafter called "Seller") and CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation, now known as CHICAGO AND NORTH WESTERN RAILWAY COMPANY (hereinafter called "Railroad"), Seller agreed to sell and deliver to the Railroad and Railroad agreed to purchase railroad equipment (hereinafter referred to as the "Equipment") described on Schedule A, attached to the Conditional Sale Agreement; and

WHEREAS, under the terms of AGREEMENT AND ASSIGNMENT dated as of December 20, 1987, between Seller and INDEPENDENCE BANK OF CHICAGO (hereinafter referred to as "Assignee"), Seller assigned, transferred and set over all right, title and interest under the aforesaid Conditional Sale Agreement and all right, title and interest to said Equipment to Assignee; and

WHEREAS, Assignee has received from Railroad full payment due under said Conditional Sale Agreement and Agreement and Assignment and the conditions and obligations of Railroad with respect to sixteen (16) box cars bearing identification numbers CNW 160417, 160422, 160426, 160434, 160444, 160522, 160525, 160589, 160641, 160711, 160716, 160746, 160753, 160771, 161401 and 161402 (hereinafter referred to as the "Released Equipment"), and the conditions and obligations of Railroad with respect to the Released Equipment has been satisfied in full;

NOW, THEREFORE, Assignee, in consideration of the sum of ONE DOLLAR (\$1.00) to it in hand paid by Railroad, the receipt whereof is hereby acknowledged, DOES HEREBY SELL, ASSIGN, CONVEY, TRANSFER AND SET OVER TO CHICAGO AND NORTH WESTERN RAILWAY COMPANY, the Released Equipment, TO HAVE AND TO HOLD the Released Equipment unto CHICAGO AND NORTH WESTERN RAILWAY COMPANY, its successors and assigns forever, free and clear of all liens, encumbrances and security interests created by or arising under the above mentioned Conditional Sale Agreement and Agreement and Assignment.

Assignee does hereby covenant that it has not done anything whereby the Released Equipment hereby conveyed is or may be in any manner encumbered or charged; that the Released Equipment is free and clear of all liens and encumbrances of every kind and nature whatsoever created by Assignee or arising out of any act, obligation or liability on its part. The Assignee hereby authorizes removal from the Released Equipment of any and all ownership plates and other markings of Assignee.

IN WITNESS WHEREOF, INDEPENDENCE BANK OF CHICAGO has caused this instrument to be executed in its corporate name by one of its Vice Presidents and its corporate seal to be hereunto affixed and attested by one of its Banking Officers, this 22nd day of November, A.D. 1994.

INDEPENDENCE BANK OF CHICAGO

By: Louis M. Muzik
Sr. Vice President

(SEAL)

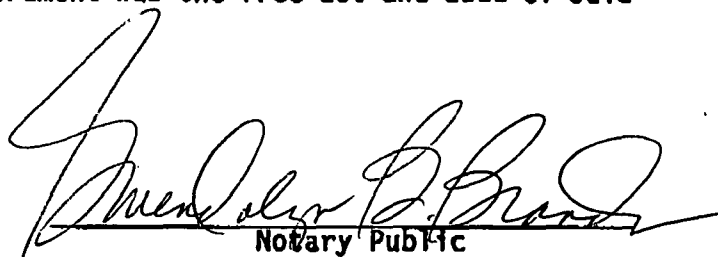
ATTEST:

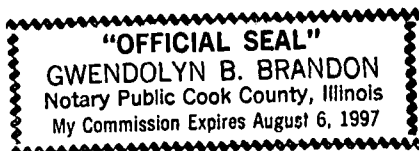
Julia M. Russell

STATE OF ILLINOIS
COUNTY OF COOK

SS:

On this 22nd day of November, 1994, before me personally appeared Louis M. Bryght and Julia M. Murrell to me personally known, who, being by me duly sworn, says that they are, respectively, a Senior Vice President and a Banking Officer of INDEPENDENCE BANK OF CHICAGO, a corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public



My Commission Expires

August 6, 1997

(NOTARY SEAL)